

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, **FRANCES JONES MILLS**, *Secretary of State of the Commonwealth of Kentucky*, do hereby certify that *Articles of Incorporation of*

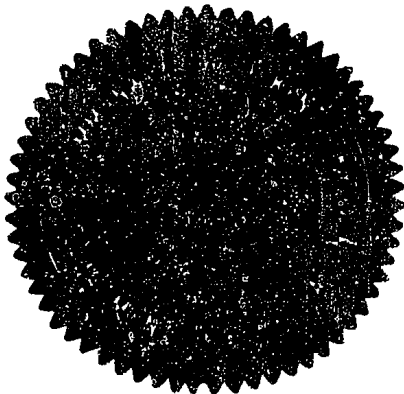
SPENCER ENTERPRISES, INC.

*whose initial agent for process is* W. VAUGHAN SPENCER

2513 POPLAR CREST ROAD

*and whose address is* LOUISVILLE, KENTUCKY

*duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.*



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 31ST day of DECEMBER, 1982.

*Frances Jones Mills*  
SECRETARY OF STATE  
ASSISTANT SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
SPENCER ENTERPRISES, INC.

DEC 31 1982

*Caroline J. Hill*  
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, W. Vaughan Spencer, desire to form a corporation under the laws of the Commonwealth of Kentucky, and to that end do hereby adopt Articles of Incorporation as follows:

**280400**

ARTICLE I

The corporation hereby proposed to be organized shall be named and known as Spencer Enterprises, Inc.

ARTICLE II

Section A

The nature of the business to be transacted is the transaction of any or all lawful business for which corporations may be incorporated under KRS Chapter 271A.

Section B

Subject to any specific written limitations or restrictions imposed by these Articles of Incorporation, the Corporation shall have and exercise all the powers conferred by the laws of Kentucky upon corporations formed thereunder, and to do any and all things hereinbefore set out to the same extent as natural persons might or could do, including specifically the power to investigate and purchase businesses or interests therein and investment in securities including options and the sale thereof.

ARTICLE III

Section A

The authorized capital stock of the corporation shall be 2000 shares of Common Stock without par value and with voting rights.

Section B

The voting power of such stock shall be one vote per share.

ARTICLE IV

The name and address of the incorporator is as follows:

W. Vaughan Spencer  
2513 Poplar Crest Road  
Louisville, Kentucky 40207

ARTICLE V

The Corporation shall commence business as soon as practicable after these Articles of Incorporation are filed in the office of the Secretary of State of Kentucky and in the office of the Clerk of the Jefferson County Court.

ARTICLE VI

The Corporation shall continue in perpetuity.

ARTICLE VII

Section A

The initial Board of Directors shall be composed of one (1) Director and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors be elected and qualify is:

W. Vaughan Spencer  
2513 Poplar Crest Road  
Louisville, Kentucky 40207

Section B

The affairs and business of the Corporation shall be conducted by a Board of one (1) to five (5) Directors, one of whom shall be elected Chairman of the Board and said Directors need not be a shareholder.

ARTICLE VIII

The amount of indebtedness or liability which the Corporation may, at any time, incur shall be unlimited.


ARTICLE IX

The address of the initial registered office of the corporation is 2513 Poplar Crest Road, Louisville, Kentucky, and the name of its initial registered agent at such address is W. Vaughan Spencer.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation in triplicate originals this 28th day of December, 1982.

  
W. VAUGHAN SPENCER

THIS INSTRUMENT PREPARED BY:

  
ROBINSON, TACKETT, DeMOSS & CONWAY  
621 West Main Street  
Louisville, KY 40202  
(502) 583-4433

LAW OFFICES  
ROBINSON, TACKETT, DeMOSS & CONWAY

D. H. ROBINSON  
VICTOR E. TACKETT  
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DENNIS R. TACKETT

LICENSED IN KENTUCKY AND INDIANA

621 WEST MAIN STREET  
LOUISVILLE, KENTUCKY 40202

(502) 583-4431

BRANCH OFFICES  
PLEASURE RIDGE PARK  
8176 DIXIE HIGHWAY  
935-3716

FAIRDALE  
10700 MANSLICK ROAD

December 28, 1982

SECRETARY OF STATE  
**RECEIVED**

JAN 3 1983

COMMONWEALTH OF KENTUCKY

Mrs. Frances Jones Mills  
Secretary of State  
Capital Building  
Frankfort, Kentucky 40601

Re: Spencer Enterprises, Inc.

Dear Mrs. Mills:

Enclosed are triplicate originals of the Articles of Incorporation for the above named corporation along with our check for \$25 for the filing fee. It would be appreciated if this could be processed and returned to us as soon as possible.

Very truly yours,



D.H. Robinson

DHR/nsr  
Encl.  
cc

*Please issue charter on or before 12/31/82*